

UNITED STATES BANKRUPTCY COURT
Eastern District of Virginia

In re Fitness Resource, Inc.,

Debtor

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
Street Retail, Inc. 1626 East Jefferson Street Rockville, MD 20852-4041	Dierdre Johnson, Property Manager 301.998.8100	Rent - balance of lease term		2,728,458.72
Johnson Health Tech NA, Inc. 1600 Landmark Drive Cottage Grove, WI 53527	Bob Zande 608-839-1258	Trade debt		1,788,586.45 Collateral FMV 0.00
Freedom Bank 10555 Main Street Suite 550 Fairfax, VA 22030	Craig Underhill, President & CDO 703.667.4161	Promissory note		1,521,368.35

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9460 West Broad Street Good Earth Investment, LLC 47624 Paulsen Square Sterling, VA 20265	K. Kang 202.391.7152	Rent - balance of lease term		937,356.12
TransDulles 22714 Glenn LLC c/o Duke Realty, ATTN: VP, Prop Mgmt 4909 Seminary Road, Suite 900 Alexandria, VA 22311	Tom Lock, Senior Property Manager 703.578.7700	Lease rejection		473,596.00
Sonabank, N.A. 10855 Fairfax Boulevard Fairfax, VA 22030	James Wyckoff 703.893.7400 ext 117	Line of credit		383,424.80
Pacemaster, LLC 34 Fairfield Place West Caldwell, NJ 07006	Tom Staub 973.276.9700 ext 102	Trade debt		330,980.17
JWW, LLC of Chantilly 7740 Legere Court McLean, VA 22102	Jerry Waldrop 703.448.6761	Lease rejection		315,384.00
Octane Fitness, LLC P. O. Box 1521 Minneapolis, MN 55480-1521	Dennis Lee 763.757.2662 ext 3014	Trade debt		279,927.38
Landice, Inc 111 Canfield Avenue Randolph, NJ 07869	Greg Savetierre 800.526.3423	Trade debt		216,748.00

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Hoist Fitness 9990 Empire Street, Suite 130 San Diego, CA 92126	Jeff Patrick 800.548.5438 ext 110	Trade debt		182,045.00
Route Triple Seven, LP c/o Uniwest Commercial Realty 8191 Strawberry Lane, Suite 3 Falls Church, VA 22042	Janis Lowden 703.698.4040	Lease rejection		178,389.00
Johnson Health Tech NA, Inc. 1600 Landmark Drive Cottage Grove, WI 53527	Bob Zande 608-839-1258	Trade debt		174,284.96
Frontier Drive Metro Center, LP ATTN: Asset Manager 1701 Pennsylvania Ave., NW., Ste 1050 Washington, DC 20006-5805	Michael Agnese, Property Manager 443-297-9020	Lease rejection		160,155.00
LeMond Fitness, Inc Dept. CH 19068 Palatine, IL 60055-9068	Kurt Kenney 425.482.6773 ext 405	Trade debt		155,019.88
SwanBlossom Investment, LP 1335 Canton Road, #D Marietta, GA 30066	Carole Egan, Property Manager 770.422.1434	Lease rejection		144,785.00

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Fredericksburg 35, LLC 8405 Greensboro Drive Suite 830 McLean, VA 22102-5121	Judy Overton, Vice President for Lease Administration 571.382.1270	Lease rejection		142,764.00
8334 Leesburg Pike Associates 5869 Westheimer Road Houston, TX 77057-5616	Flora Parvizian 832.370.1298	Lease rejection		130,399.00
Acorn Associates L.P. Phase I 9302 Lee Highway, Suite 300 Fairfax, VA 22031	John Stevens, Property Manager 703.273.9320	Lease rejection		129,012.00
Hampton Fitness Products 1913 Portola Road Ventura, CA 93003	Rob Hornbuckle 877.339.9733 ext 16	Trade debt		117,793.15

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, [the president or other officer or an authorized agent of the corporation] named as debtor in this case, declare under penalty of perjury that I have read the foregoing LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS and that it is true and correct to the best of my information and belief.

Date 9/8/11

Signature /s/ David E. Nees
DAVID E. NEES,
President